

**CitizenAudit.org**

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>BROOKE FAMILY FOUNDATION</b>		A Employer identification number <b>27-0373823</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>4325 ALTAMONT ROAD</b>	Room/suite	B Telephone number <b>205-987-5612</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BIRMINGHAM, AL 35213</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,945,601.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,950.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		60,241.	60,241.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<295,739.>			
b Gross sales price for all assets on line 6a		1,081,313.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		<231,548.>	60,241.		OGDEN, UT
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		3,950.	1,975.		1,975.
c Other professional fees STMT 3		26,313.	26,313.		0.
17 Interest					
18 Taxes STMT 4		793.	793.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		31,056.	29,081.		1,975.
25 Contributions, gifts, grants paid		839,180.			839,180.
26 Total expenses and disbursements. Add lines 24 and 25		870,236.	29,081.		841,155.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,101,784.>			
b Net investment income (if negative, enter -0-)			31,160.		
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	95,753.	83,699.	83,699.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 5</b>	1,724,430.	1,272,173.	1,801,107.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 6</b>	3,140,926.	2,500,292.	1,060,795.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,961,109.	3,856,164.	2,945,601.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> <b>X</b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,961,109.	3,856,164.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b>	4,961,109.	3,856,164.	
31 <b>Total liabilities and net assets/fund balances</b>	4,961,109.	3,856,164.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,961,109.
2 Enter amount from Part I, line 27a	2	<1,101,784.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,859,325.
5 Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED GAIN/LOSS</b>	5	3,161.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	3,856,164.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,081,313.		1,377,052.	<295,739.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<295,739.>	
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2 <295,739.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div>		3 N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	770,314.	3,962,650.	.194394
2011	491,950.	4,956,075.	.099262
2010	1,402,733.	6,539,192.	.214512
2009	2,932.	5,980,517.	.000490
2008			

2 Total of line 1, column (d)	2 .508658
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 .127165
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 3,312,079.
5 Multiply line 4 by line 3	5 421,181.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 312.
7 Add lines 5 and 6	7 421,493.
8 Enter qualifying distributions from Part XII, line 4	8 841,155.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	312.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	312.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	312.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,184.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,184.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,872.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 2,872. Refunded <input type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>WILLIAM W. BROOKE</u> Telephone no. ► <u>205-987-5612</u> Located at ► <u>2100 THIRD AVENUE NORTH, SUITE 600, BIRMINGHAM, A</u> ZIP+4 ► <u>35203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM W. BROOKE, SR. 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.
MARGARET W. BROOKE 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.
WILLIAM W. BROOKE, JR. 4325 ALTAMONT ROAD BIRMINGHAM, AL 35213	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,971,669.
b	Average of monthly cash balances	1b	166,864.
c	Fair market value of all other assets	1c	1,223,984.
d	Total (add lines 1a, b, and c)	1d	3,362,517.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,362,517.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,438.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,312,079.
6	Minimum investment return. Enter 5% of line 5	6	165,604.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	165,604.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	312.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	312.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	165,292.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	165,292.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	165,292.

**Part XII****Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	841,155.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	841,155.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	312.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	840,843.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				165,292.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010	788,861.			
d From 2011	244,813.			
e From 2012	573,519.			
f Total of lines 3a through e	1,607,193.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	841,155.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				165,292.
e Remaining amount distributed out of corpus	675,863.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,283,056.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,283,056.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	788,861.			
c Excess from 2011	244,813.			
d Excess from 2012	573,519.			
e Excess from 2013	675,863.			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ALABAMA SYMPHONY ORCHESTRA 3621 6TH AVENUE SOUTH BIRMINGHAM, AL 35222	NONE		CONTRIBUTION	50,000.
BIRMINGHAM BOTANNICAL GARDENS 2612 LANE PARK RD BIRMINGHAM, AL 35223	NONE		CONTRIBUTION	75,000.
BOYS & GIRLS CLUBS OF CENTRAL ALABAMA P.O. BOX 10391 BIRMINGHAM, AL 35202	NONE		CONTRIBUTION	100,000.
CHILDREN'S HARBOR 1 OUR CHILDREN'S HIGHWAY ALEXANDER CITY, AL 35010	NONE		CONTRIBUTION	20,000.
CHURCH RESOURCE MINISTRIES 1240 NORTH LAKEVIEW AVENUE, SUITE 120 ANAHEIM, CA 92807-1847	NONE		CONTRIBUTION	450,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>839,180.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |  |       |     |    |
|--|-------|-----|----|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> |       | Yes | No |
|  | 1a(1) |     | X  |
|  | 1a(2) |     | X  |
|  |       |     |    |
|  | 1b(1) |     | X  |
|  | 1b(2) |     | X  |
|  | 1b(3) |     | X  |
|  | 1b(4) |     | X  |
|  | 1b(5) |     | X  |
|  | 1b(6) |     | X  |
|  | 1c    |     | X  |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

**► DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

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Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN
------

WILLIAM DOW

TT, LLC

11/13/14

P00364408

Firm's EIN ► 45-4084437

Firm's address ► 2500 ACTON ROAD  
BIRMINGHAM, AL 35243

Phone no. (205) 979-4100

Form **990-PF** (2013)

**BROOKE FAMILY FOUNDATION**

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MERRILL LYNCH 4021 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b MERRILL LYNCH 4021 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c MERRILL LYNCH 2295 - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d HARBINGER CLASS PE	P	12/15/08	01/15/13
e HARBINGER CLASS PE	P	12/15/08	10/15/13
f HARBINGER CLASS L	P	12/15/08	01/15/13
g HARBINGER CLASS L	P	12/15/08	10/15/13
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 505,424.		490,082.	15,342.
b 21,612.		21,792.	<180.>
c 237,588.		224,544.	13,044.
d 52,367.		135,599.	<83,232.>
e 184,987.		464,633.	<279,646.>
f 24,192.		12,615.	11,577.
g 55,143.		27,787.	27,356.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,342.
b			<180.>
c			13,044.
d			<83,232.>
e			<279,646.>
f			11,577.
g			27,356.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<295,739.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

27-0373823

**3 Grants and Contributions Paid During the Year (Continuation)**

323631  
05-01-13

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FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT    1

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	60,241.	0.	60,241.	60,241.	
TO PART I, LINE 4	60,241.	0.	60,241.	60,241.	

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FORM 990-PF                      ACCOUNTING FEES                      STATEMENT    2

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,950.	1,975.		1,975.
TO FORM 990-PF, PG 1, LN 16B	3,950.	1,975.		1,975.

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FORM 990-PF                      OTHER PROFESSIONAL FEES                      STATEMENT    3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	26,313.	26,313.		0.
TO FORM 990-PF, PG 1, LN 16C	26,313.	26,313.		0.

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FORM 990-PF                      TAXES                      STATEMENT    4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	793.	793.		0.
TO FORM 990-PF, PG 1, LN 18	793.	793.		0.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	1,272,173.	1,801,107.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,272,173.	1,801,107.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HARBINGER CLASS L HOLDINGS, LTD.	COST	47,935.	95,667.
HARBINGER CLASS PE HOLDINGS, LTD.	COST	2,452,357.	965,128.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,500,292.	1,060,795.



**Merrill Lynch**  
Bank of America Corporation

Account No.  
435-04021

Taxpayer No.  
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# BROOKE FAMILY FOUNDATION

## 2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a marketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

### 099-B

### 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<b>SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.</b>								
<b>COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)</b>								
ANUS HIGH YIELD FUND								
CUSIP Number 47103C571								
CL 1	1 0000 Sale	09/28/12	09/27/13	9.25	9.10	0.00	0.15	
	149 0000 Sale	09/28/12	09/27/13	1,378.25	1,369.30	0.00	8.95	
	166 0000 Sale	10/31/12	09/27/13	1,535.50	1,528.85	0.00	6.65	
	1 0000 Sale	11/30/12	09/27/13	9.25	9.21	0.00	0.04	
	176 0000 Sale	11/30/12	09/27/13	1,628.00	1,624.47	0.00	3.53	
	1 0000 Sale	12/31/12	09/27/13	9.24	9.31	0.00	(0.07)	
	151 0000 Sale	12/31/12	09/27/13	1,396.75	1,407.31	0.00	(10.56)	
	44 0000 Sale	12/31/12	09/27/13	407.00	410.07	0.00	(3.07)	
	150 0000 Sale	01/31/13	09/27/13	1,387.50	1,405.50	0.00	(18.00)	
	1 0000 Sale	02/28/13	09/27/13	9.25	9.36	0.00	(0.11)	
	151 0000 Sale	02/28/13	09/27/13	1,396.75	1,414.87	0.00	(18.12)	
	153 0000 Sale	03/28/13	09/27/13	1,415.25	1,441.25	0.00	(26.00)	
	1 0000 Sale	04/30/13	09/27/13	9.25	9.46	0.00	(0.21)	
	150 0000 Sale	04/30/13	09/27/13	1,387.50	1,432.49	0.00	(44.99)	
	163 0000 Sale	05/31/13	09/27/13	1,507.75	1,538.72	0.00	(30.97)	
	149 0000 Sale	06/28/13	09/27/13	1,378.25	1,363.35	0.00	14.90	
	1 0000 Sale	07/31/13	09/27/13	9.25	9.20	0.00	0.05	
	153 0000 Sale	07/31/13	09/27/13	1,415.26	1,418.31	0.00	(3.05)	



**Merrill Lynch**  
Bank of America Corporation

Account No.  
435-04021

Taxpayer No.  
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**BROOKE FAMILY FOUNDATION**

**2013 ANNUAL STATEMENT SUMMARY**

**099-B**

**2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS**

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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**SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.**

**COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)**

ANUS HIGH YIELD FUND  
CUSIP Number 47103C571

CL I	.5720 Sale	08/30/13	09/27/13	5.29	5.29	0.00	0.00	
	172.0000 Sale	08/30/13	09/27/13	1,591.02	1,577.24	0.00	13.78	
	<b>Security Subtotal</b>			<b>17,885.56</b>	<b>17,992.66</b>	<b>0.00</b>	<b>(107.10)</b>	

ROWE PRICE SHORT TERM  
BOND FUND CL NONE  
CUSIP Number 77957P105

	.3050 Sale	04/30/13	09/27/13	1.46	1.48	0.00	(0.02)	
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AMERICAN INTERMEDIATE BD  
FUND OF AMERICA CL F2  
CUSIP Number 458809829

62.0000 Sale	09/28/12	09/27/13	835.77	855.59	0.00	(19.82)	
1.0000 Sale	10/26/12	09/27/13	13.48	13.78	0.00	(0.30)	
47.0000 Sale	10/26/12	09/27/13	633.56	647.18	0.00	(13.62)	
1.0000 Sale	11/28/12	09/27/13	13.48	13.78	0.00	(0.30)	
27.0000 Sale	11/28/12	09/27/13	363.96	372.06	0.00	(8.10)	
23.0000 Sale	12/27/12	09/27/13	310.04	316.47	0.00	(6.43)	
1.0000 Sale	01/28/13	09/27/13	13.48	13.73	0.00	(0.25)	
23.0000 Sale	01/28/13	09/27/13	310.04	314.87	0.00	(4.83)	
1.0000 Sale	02/28/13	09/27/13	13.48	13.70	0.00	(0.22)	
23.0000 Sale	02/28/13	09/27/13	310.05	315.56	0.00	(5.51)	
22.0000 Sale	03/28/13	09/27/13	296.56	301.62	0.00	(5.06)	
1.0000 Sale	04/30/13	09/27/13	13.48	13.73	0.00	(0.25)	
20.0000 Sale	04/30/13	09/27/13	269.61	274.99	0.00	(5.38)	
.3550 Sale	05/28/13	09/27/13	4.78	4.88	0.00	(0.10)	
24.0000 Sale	05/28/13	09/27/13	323.54	326.40	0.00	(2.86)	
	<b>Security Subtotal</b>		<b>3,725.31</b>	<b>3,798.34</b>	<b>0.00</b>	<b>(73.03)</b>	

**Covered Short Term Capital Gains and Losses Subtotal**

**21,612.33**      **21,792.48**      **0.00**      **(180.15)**

**NET SHORT TERM CAPITAL GAINS AND LOSSES**

**21,612.33**      **21,792.48**      **0.00**      **(180.15)**

BROOKE FAMILY FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

099-B

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
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ONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

ANUS HIGH YIELD FUND CUSIP Number 47103C571

CL 1	28089 0000 Sale	01/24/12	09/27/13	259,823.25	249,992.10	0.00	9,831.15	
	1,0000 Sale	01/31/12	09/27/13	9.25	8.90	0.00	0.35	
	40 0000 Sale	01/31/12	09/27/13	370.00	358.40	0.00	11.60	
	1 0000 Sale	02/29/12	09/27/13	9.25	9.07	0.00	0.18	
	163,0000 Sale	02/29/12	09/27/13	1,507.74	1,483.29	0.00	24.45	
	177 0000 Sale	03/30/12	09/27/13	1,637.25	1,601.84	0.00	35.41	
	1 0000 Sale	04/30/12	09/27/13	9.24	9.09	0.00	0.15	
	167 0000 Sale	04/30/12	09/27/13	1,544.75	1,518.02	0.00	26.73	
	165 0000 Sale	05/31/12	09/27/13	1,526.25	1,470.14	0.00	56.11	
	165 0000 Sale	06/29/12	09/27/13	1,526.25	1,486.64	0.00	39.61	
	153 0000 Sale	07/31/12	09/27/13	1,415.25	1,390.77	0.00	24.48	
	190 0000 Sale	08/31/12	09/27/13	1,757.50	1,730.90	0.00	26.60	
	<b>Security Subtotal</b>			<b>271,135.98</b>	<b>261,059.16</b>	<b>0.00</b>	<b>10,076.82</b>	

ROWE PRICE SHORT TERM BOND FUND CL NONE CUSIP Number 77957P105

	99 0000 Sale	12/08/10	09/27/13	474.20	481.13	0.00 (Y)	(6.93)	
	1 0000 Sale	12/16/10	09/27/13	4.79	4.87	0.00 (Y)	(0.08)	
	66 0000 Sale	12/16/10	09/27/13	316.14	320.76	0.00 (Y)	(4.62)	
	<b>Security Subtotal</b>			<b>795.13</b>	<b>806.76</b>	<b>0.00</b>	<b>(11.63)</b>	

AMERICAN INTERMEDIATE BD FUND OF AMERICA CL F2

CUSIP Number 458809829

	79 0000 Sale	01/27/12	09/27/13	1,064.92	1,082.29	0.00	(17.37)	
	1 0000 Sale	02/28/12	09/27/13	13.48	13.65	0.00	(0.17)	
	83 0000 Sale	02/28/12	09/27/13	1,118.84	1,137.10	0.00	(18.26)	
	82 0000 Sale	03/28/12	09/27/13	1,105.36	1,119.29	0.00	(13.93)	
	78 0000 Sale	04/27/12	09/27/13	1,051.45	1,068.60	0.00	(17.15)	
	61 0000 Sale	05/24/12	09/27/13	822.28	834.48	0.00	(12.20)	
	75 0000 Sale	06/28/12	09/27/13	1,011.01	1,028.99	0.00	(17.98)	
	1 0000 Sale	07/27/12	09/27/13	13.48	13.69	0.00	(0.21)	
	58 0000 Sale	07/27/12	09/27/13	781.84	798.65	0.00	(16.81)	
	64 0000 Sale	08/28/12	09/27/13	862.73	880.63	0.00	(17.90)	
	<b>Security Subtotal</b>			<b>7,845.39</b>	<b>7,977.37</b>	<b>0.00</b>	<b>(131.98)</b>	



**Merrill Lynch**  
Bank of America Corporation

Account No.  
435-04021

Taxpayer No.  
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**BROOKE FAMILY FOUNDATION**

**2013 ANNUAL STATEMENT SUMMARY**

**099-B**

**2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS**

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<b>Covered Long Term Capital Gains and Losses Subtotal</b>				<b>279,776.50</b>	<b>269,843.29</b>	<b>0.00</b>	<b>9,933.21</b>	

**UNCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)**

ROWE PRICE SHORT TERM BOND FUND CL NONE CUSIP Number 77957P105

188 0000	Sale	01/31/11	09/27/13	900.52	911.80	0.00	(11.28)	
1 0000	Sale	02/28/11	09/27/13	4.79	4.85	0.00	(0.06)	
211 0000	Sale	02/28/11	09/27/13	1,010.69	1,023.34	0.00	(12.65)	
1 0000	Sale	03/31/11	09/27/13	4.79	4.84	0.00	(0.05)	
59 0000	Sale	03/31/11	09/27/13	282.62	285.56	0.00	(2.94)	
<b>Security Subtotal</b>				<b>2,203.41</b>	<b>2,230.39</b>	<b>0.00</b>	<b>(26.98)</b>	

AMERICAN INTERMEDIATE BD FUND OF AMERICA CL F2

CUSIP Number 458809829

12650 0000	Sale	08/17/09	09/27/13	170,522.00	165,209.00	0.00	5,313.00	
194 0000	Sale	12/28/09	09/27/13	2,615.12	2,551.10	0.00	64.02	
1 0000	Sale	12/29/09	09/27/13	13.47	13.15	0.00	0.32	
183 0000	Sale	01/28/10	09/27/13	2,466.84	2,426.58	0.00	40.26	
186 0000	Sale	02/26/10	09/27/13	2,507.28	2,471.94	0.00	35.34	
158 0000	Sale	03/26/10	09/27/13	2,129.84	2,087.18	0.00	42.66	
1 0000	Sale	03/29/10	09/27/13	13.47	13.21	0.00	0.26	
197 0000	Sale	04/28/10	09/27/13	2,655.56	2,610.25	0.00	45.31	
1 0000	Sale	04/29/10	09/27/13	13.48	13.27	0.00	0.21	
198 0000	Sale	05/28/10	09/27/13	2,669.04	2,643.30	0.00	25.74	
1 0000	Sale	06/28/10	09/27/13	13.47	13.43	0.00	0.04	
177 0000	Sale	06/28/11	09/27/13	2,385.96	2,396.58	0.00	(10.62)	
169 0000	Sale	06/28/10	09/27/13	2,278.12	2,274.73	0.00	3.39	
177 0000	Sale	07/28/10	09/27/13	2,385.96	2,391.26	0.00	(5.30)	
1 0000	Sale	08/27/10	09/27/13	13.48	13.50	0.00	(0.02)	
165 0000	Sale	08/27/10	09/27/13	2,224.20	2,242.35	0.00	(18.15)	
1 0000	Sale	09/28/10	09/27/13	13.48	13.61	0.00	(0.13)	
171 0000	Sale	09/28/10	09/27/13	2,305.08	2,337.56	0.00	(32.48)	
1 0000	Sale	10/28/10	09/27/13	13.47	13.67	0.00	(0.20)	
166 0000	Sale	10/28/10	09/27/13	2,237.68	2,269.21	0.00	(31.53)	
157 0000	Sale	11/26/10	09/27/13	2,116.36	2,130.48	0.00	(14.12)	
182 0000	Sale	12/28/10	09/27/13	2,453.36	2,431.52	0.00	21.84	
1 0000	Sale	01/28/11	09/27/13	13.47	13.57	0.00	(0.10)	
166 0000	Sale	01/28/11	09/27/13	2,237.68	2,232.70	0.00	4.98	
180 0000	Sale	02/28/11	09/27/13	2,426.40	2,413.80	0.00	12.60	



**Merrill Lynch**  
Bank of America Corporation

Account No.  
435-04021

Taxpayer No.  
27-0373823

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**BROOKE FAMILY FOUNDATION**

**2013 ANNUAL STATEMENT SUMMARY**

**099-B**

**2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS**

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<b>CUSIP Number 458809829</b>								
	AMERICAN INTERMEDIATE BD							
	FUND OF AMERICA CL F2							
1.0000	Sale	03/28/11	09/27/13	13.48	13.42	0.00	0.06	
165.0000	Sale	03/28/11	09/27/13	2,224.20	2,209.35	0.00	14.85	
1.0000	Sale	04/28/11	09/27/13	13.47	13.46	0.00	0.01	
172.0000	Sale	04/28/11	09/27/13	2,318.56	2,316.83	0.00	1.73	
157.0000	Sale	05/25/11	09/27/13	2,116.36	2,124.20	0.00	(7.84)	
156.0000	Sale	07/28/11	09/27/13	2,102.88	2,116.91	0.00	(14.03)	
90.0000	Sale	08/26/11	09/27/13	1,213.20	1,228.50	0.00	(15.30)	
1.0000	Sale	09/28/11	09/27/13	13.47	13.62	0.00	(0.15)	
91.0000	Sale	09/28/11	09/27/13	1,226.68	1,238.50	0.00	(11.82)	
87.0000	Sale	10/28/11	09/27/13	1,172.76	1,183.20	0.00	(10.44)	
1.0000	Sale	11/28/11	09/27/13	13.48	13.59	0.00	(0.11)	
86.0000	Sale	11/28/11	09/27/13	1,159.28	1,167.87	0.00	(8.59)	
84.0000	Sale	12/28/11	09/27/13	1,132.32	1,142.40	0.00	(10.08)	
<b>Security Subtotal</b>				<b>223,444.41</b>	<b>218,008.80</b>	<b>0.00</b>	<b>5,435.61</b>	

**Noncovered Long Term Capital Gains and Losses Subtotal**

**225,647.82**

**0.00**

**5,408.63**

**IET LONG TERM CAPITAL GAINS AND LOSSES**

**505,424.32**

**0.00**

**15,341.84**

**OTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES**  
**OTAL REPORTED SALES PROCEEDS**

**527,036.65**  
**527,036.65**

(Y) The gain or loss of this transaction includes an adjustment to basis for the deferred loss amount on one or more previous "Wash Sales."

**2013 REALIZED CAPITAL GAIN AND LOSS SUMMARY**

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
(180.15)	0.00	9,933.21	5,408.63



**Taxpayer No.**  
**27-0373823**

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## 2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

he 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those securities with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a marketable event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

iii. Income when received. This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

## 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<b>LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.</b>								
<b>COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)</b>								
17&T INC		CUSIP Number	00206R102					
190.0000	Sale	08/08/11	01/25/13	6,460.09	5,404.87	0.00	1,055.22	
BANK OF NOVA SCOTIA		CUSIP Number	064149107					
260.0000	Sale	08/08/11	07/12/13	14,267.20	13,391.22	0.00	875.98	
40.0000	Sale	08/08/11	07/15/13	2,204.31	2,060.19	0.00	144.12	
70.0000	Sale	08/16/11	07/15/13	3,857.56	3,804.50	0.00	53.06	
	<b>Security Subtotal</b>			<b>20,329.07</b>	<b>19,255.91</b>	<b>0.00</b>	<b>1,073.16</b>	
CENTURYLINK INC SHS		CUSIP Number	156700106					
320.0000	Sale	08/08/11	02/20/13	10,912.29	10,485.18	0.00	427.11	
70.0000	Sale	08/16/11	02/20/13	2,387.07	2,422.00	0.00	(34.93)	
	<b>Security Subtotal</b>			<b>13,299.36</b>	<b>12,907.18</b>	<b>0.00</b>	<b>392.18</b>	

ONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

**COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)**

11/T & T INC	190,000	Sale	CUSIP Number 08/08/11	00206R102 01/25/13	6,460.09	5,404.87	0.00	1,055.22
BANK OF NOVA SCOTIA								
260 0000	Sale	CUSIP Number 08/08/11	064149107 07/12/13	14,267.20	13,391.22	0.00	875.98	
40 0000	Sale	08/08/11	07/15/13	2,064.31	2,060.19	0.00	144.12	
70,0000	Sale	08/16/11	07/15/13	3,857.56	3,804.50	0.00	53.06	
Security Subtotal				20,329.07	19,255.91	0.00	1,073.16	
CENTURYLINK INC SHS								
320 0000	Sale	CUSIP Number 08/08/11	156700106 02/20/13	10,912.29	10,485.18	0.00	427.11	
70 0000	Sale	08/16/11	02/20/13	2,387.07	2,422.00	0.00	(34.93)	
Security Subtotal				13,299.36	12,907.18	0.00	392.18	



**Bank of America Corporation**

**Account No.**  
**435-02295**

**Taxpayer No.**  
**27-0373823**

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**BROOKE FAMILY FOUNDATION**

## 2013 ANNUAL STATEMENT SUMMARY

## 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<hr/>								
<b>CANADIAN NATL RAILWAY CO</b>								
72 0000	Sale	CUSIP Number 08/08/11	136375102 05/02/13	7,035.95	4,928.50	0.00	2,107.45	
121.0000	Sale	08/08/11	05/06/13	12,095.86	8,282.62	0.00	3,813.24	
17 0000	Sale	08/08/11	05/07/13	1,713.44	1,163.67	0.00	549.77	
50.0000	Sale	08/16/11	05/07/13	5,039.55	3,603.50	0.00	1,436.05	
<b>Security Subtotal</b>				<b>25,884.80</b>	<b>17,978.29</b>	<b>0.00</b>	<b>7,906.51</b>	
<hr/>								
<b>CONSOL ENERGY INC COM</b>								
28 0000	Sale	CUSIP Number 08/08/11	20854PT09 09/23/13	956.77	1,111.14	0.00	(154.37)	
89 0000	Sale	08/08/11	09/25/13	3,015.34	3,531.83	0.00	(516.49)	
93 0000	Sale	08/08/11	09/26/13	3,140.86	3,690.57	0.00	(549.71)	
17 0000	Sale	08/16/11	09/26/13	574.14	716.55	0.00	(142.41)	
23 0000	Sale	08/16/11	09/27/13	775.84	969.45	0.00	(193.61)	
<b>Security Subtotal</b>				<b>8,462.95</b>	<b>10,019.54</b>	<b>0.00</b>	<b>(1,556.59)</b>	
<hr/>								
<b>CATERPILLAR INC DEL</b>								
230 0000	Sale	CUSIP Number 08/08/11	149123T01 03/14/13	20,424.23	19,963.31	0.00	460.92	
100 0000	Sale	08/08/11	04/04/13	8,409.27	8,679.70	0.00	(270.43)	
70.0000	Sale	08/16/11	04/04/13	5,886.49	6,309.10	0.00	(422.61)	
<b>Security Subtotal</b>				<b>34,719.99</b>	<b>34,952.11</b>	<b>0.00</b>	<b>(232.12)</b>	
<hr/>								
<b>QT CORP</b>								
210 0000	Sale	CUSIP Number 08/08/11	26884L109 02/06/13	12,741.19	10,790.54	0.00	1,950.65	
40 0000	Sale	08/16/11	02/06/13	2,426.90	2,278.00	0.00	148.90	
<b>Security Subtotal</b>				<b>15,168.09</b>	<b>13,068.54</b>	<b>0.00</b>	<b>2,099.55</b>	
<hr/>								
<b>FIRSTENERGY CORP</b>								
182 0000	Sale	CUSIP Number 08/08/11	337932T07 02/06/13	7,218.31	7,364.54	0.00	(146.23)	
48 0000	Sale	08/08/11	02/06/13	1,910.88	1,942.30	0.00	(31.42)	
50 0000	Sale	08/16/11	02/06/13	1,990.51	2,125.00	0.00	(134.49)	
<b>Security Subtotal</b>				<b>11,119.70</b>	<b>11,431.84</b>	<b>0.00</b>	<b>(312.14)</b>	
<hr/>								
<b>GENL DYNAMICS CORP COM</b>								
82 0000	Sale	CUSIP Number 08/08/11	369550T08 02/11/13	5,468.51	5,163.60	0.00	304.91	
108 0000	Sale	08/08/11	02/12/13	7,207.41	6,800.85	0.00	406.56	
40 0000	Sale	08/16/11	02/12/13	2,569.42	2,497.60	0.00	171.82	
<b>Security Subtotal</b>				<b>15,345.34</b>	<b>14,462.05</b>	<b>0.00</b>	<b>883.29</b>	

BROOKE FAMILY FOUNDATION

099-B 2013 ANNUAL STATEMENT SUMMARY  
2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
<b>UNITED BRANDS INC</b>								
300,000	Sale	08/08/11	02/20/13	13,321.86	10,044.24	0.00	3,277.62	
60,000	Sale	08/16/11	02/20/13	2,664.37	2,098.20	0.00	566.17	
47,000	Sale	08/25/11	02/20/13	2,087.10	1,680.44	0.00	406.66	
<b>Security Subtotal</b>				<b>18,073.33</b>	<b>13,822.88</b>	<b>0.00</b>	<b>4,250.45</b>	
<b>TEABODY ENERGY CORP COM</b>								
180,000	Sale	08/08/11	04/04/13	3,570.27	7,999.02	0.00	(4,428.75)	
40,000	Sale	08/16/11	04/04/13	793.40	1,978.80	0.00	(1,185.40)	
<b>Security Subtotal</b>				<b>4,363.67</b>	<b>9,977.82</b>	<b>0.00</b>	<b>(5,614.15)</b>	
<b>PIO TINTO PLC SPNSRD ADR</b>								
240,000	Sale	08/08/11	04/04/13	10,997.43	13,428.48	0.00	(2,431.05)	
50,000	Sale	08/16/11	04/04/13	2,291.14	3,072.50	0.00	(781.36)	
<b>Security Subtotal</b>				<b>13,288.57</b>	<b>16,500.98</b>	<b>0.00</b>	<b>(3,212.41)</b>	
<b>SOUTHERN COMPANY</b>								
336,000	Sale	08/08/11	01/18/13	14,598.97	13,214.84	0.00	1,384.13	
44,000	Sale	08/08/11	01/22/13	1,922.61	1,730.52	0.00	192.09	
90,000	Sale	08/16/11	01/22/13	3,932.64	3,606.30	0.00	326.34	
<b>Security Subtotal</b>				<b>20,454.22</b>	<b>18,551.66</b>	<b>0.00</b>	<b>1,902.56</b>	
<b>UNILEVER NV NY REG SHS</b>								
220,000	Sale	08/08/11	11/26/13	8,595.25	7,041.30	0.00	1,553.95	
<b>VF CORPORATION</b>								
50,000	Sale	08/08/11	10/08/13	9,476.72	5,434.30	0.00	4,042.42	
<b>VODAFONE GROU PLC SP ADR</b>								
420,000	Sale	08/08/11	02/21/13	10,333.07	11,237.60	0.00	(904.53)	
90,000	Sale	08/16/11	02/21/13	2,214.23	2,497.50	0.00	(283.27)	
<b>Security Subtotal</b>				<b>12,547.30</b>	<b>13,735.10</b>	<b>0.00</b>	<b>(1,187.80)</b>	
<b>Covered Long Term Capital Gains and Losses Subtotal</b>				<b>237,588.45</b>	<b>224,544.37</b>	<b>0.00</b>	<b>13,044.08</b>	
<b>NET LONG TERM CAPITAL GAINS AND LOSSES</b>				<b>237,588.45</b>	<b>224,544.37</b>	<b>0.00</b>	<b>13,044.08</b>	

34700122

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Page 2

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print  File by the due date for filing your return. See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>BROOKE FAMILY FOUNDATION</b>	<b>27-0373823</b>
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	<b>2500 LANARK ROAD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	<b>BIRMINGHAM, AL 35223</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990 BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990 PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**WILLIAM W. BROOKE - 2100 THIRD AVENUE NORTH, SUITE 600 -**

- The books are in the care of **BIRMINGHAM, AL 35203**  
Telephone No **205-987-5612** Fax No **205-327-6880**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3 month extension of time until **NOVEMBER 15, 2014**
- For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Forms 990 BL, 990-PF, 990-T, 4720, or 6069 enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	<b>S</b>	<b>0.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069 enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	<b>S</b>	<b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	<b>S</b>	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *William W. Brooke* Title **CPA** Date **8/7/14**

Form 8868 (Rev. 1-2014)

# COPY

accepted 8-7-14